



September 29, 2010

SENT VIA OVERNIGHT COURIER

Mr. Paul Heran
Program Executive
c/o : J.T. Warner, Mailstop C3F
Making Home Affordable Compliance
8000 Jones Branch Drive
McLean, VA 22102

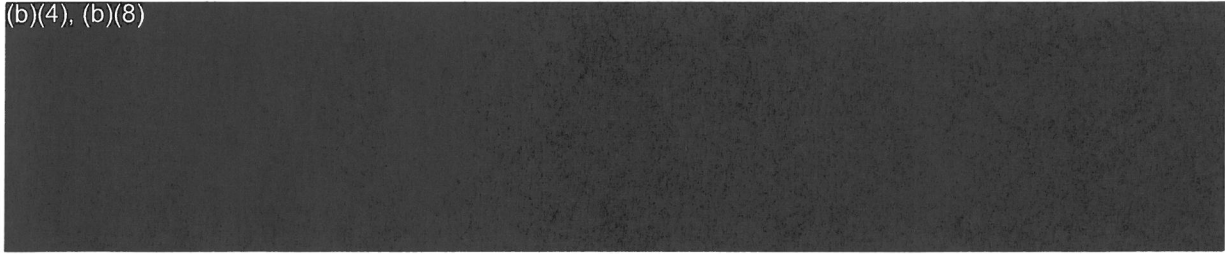
Re: Initial Servicer Certification of JPMorgan Chase Bank, NA

Dear Mr. Heran:

Enclosed please find the initial certification for JPMorgan Chase Bank, NA ("Chase"), which is being delivered to the Department of the Treasury ("Treasury") and Making Home Affordable-Compliance ("MHA-C") in its capacity as compliance agent for Treasury pursuant to Chase's obligations under the Amended and Restated Commitment to Purchase Financial Instrument and Servicer Participation Agreement dated March 26, 2010, as amended by Amended and Restated Commitment to Purchase Financial Instrument and Servicer Participation Agreement dated September 21, 2010 (the "SPA"). In addition, attached to this letter as Schedule 1 is a list of exceptions as required by Supplemental Directive 10-06 ("SD 10-06"). This letter and Schedule 1 (collectively the "Cover Letter") constitute the "cover letter" required by SD 10-06, and capitalized terms not otherwise defined in this letter have the meanings given to them in the SPA and SD 10-06. Also, please note that the certification of compliance with applicable laws and other requirements relates solely to Chase's performance of Services under the Programs and does not relate to other activities of Chase.

The matters contained in this Cover Letter are confidential and proprietary and are being disclosed solely to comply with Chase's obligations under the SPA. Chase is delivering these items with the understanding that neither Treasury, nor MHA-C, intend to make them available to the general public. Chase also requests that these materials be considered as confidential business information under applicable Treasury regulations, as further specified in the Request for Confidential Treatment set forth below. To the extent that any matters contained herein constitute information that is confidential and proprietary and/or protected under any applicable privilege (including, without limitation the attorney-client privilege or any legal privilege relating to the results of compliance self-examinations), Chase expressly reserves its rights with respect to such information.

(b)(4), (b)(8)

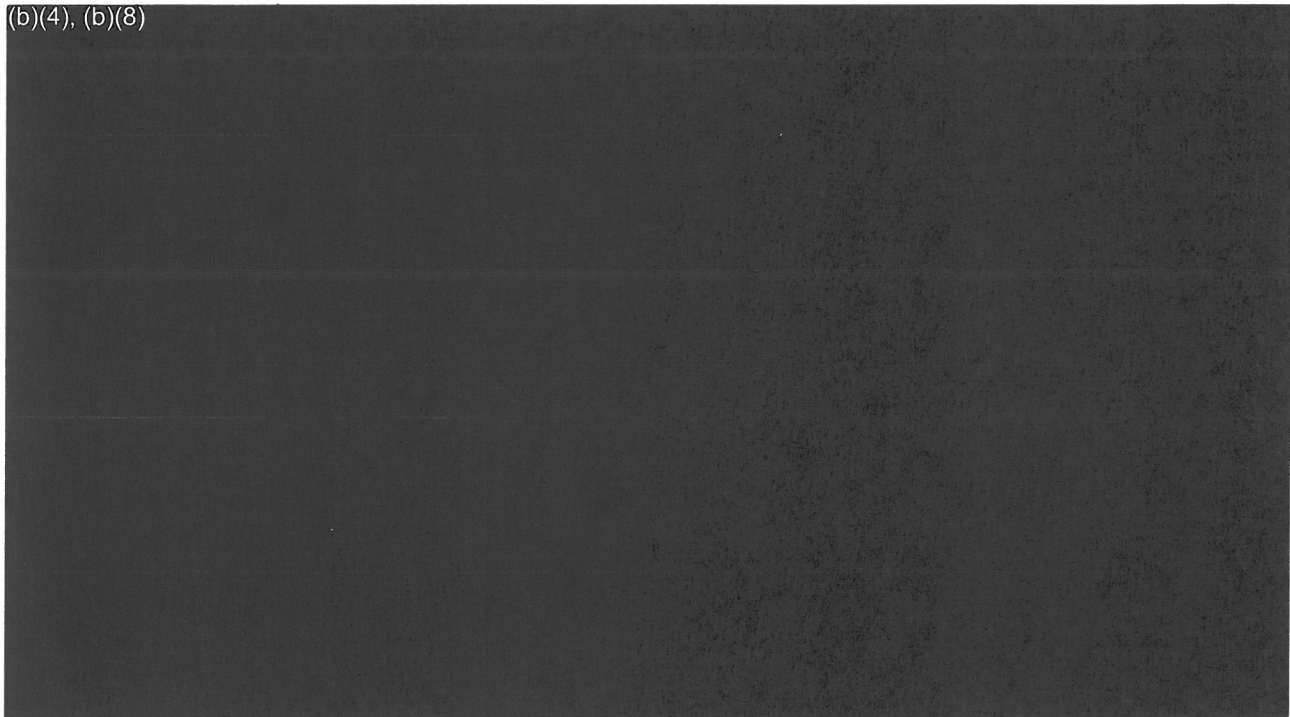


JPMorgan Chase Bank, NA • 270 Park Avenue, New York 10017

Telephone: 212-270-3375 • Facsimile: 212-622-7045 •
David.C.Schneider@chase.com

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(b)(4), (b)(8)



Finally, Chase declines its option to base Subsequent Certification Effective Dates on its fiscal year, and will therefore utilize the anniversary of the Initial Certification Effective Date as the Subsequent Certification Effective Date.

Please contact the undersigned in the event you have any questions regarding this Cover Letter.

Sincerely,

JPMorgan Chase Bank, NA

By 

David C. Schneider
Executive Vice President and
Home Lending Senior Executive

JPMorgan Chase Bank, NA • 270 Park Avenue, New York, NY 10017

Telephone: 212-270 3375 • Facsimile: 212 622-7045 •
David.C.Schneider@chase.com